

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT CORP.
and LAW DEBENTURE TRUST COMPANY OF
NEW YORK,

Plaintiffs,

v.

NORTHWESTERN CORPORATION,

Defendant.

Civil Action No. 04-1494-JJF

PUBLIC VERSION

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

v.

MIKE J. HANSON and ERNIE J. KINDT,

Defendants.

Civil Action No. 05-499-JJF

PUBLIC VERSION

DECLARATION OF PAUL A. MARCUS

PAUL A. MARCUS declares as follows:

1. I am a Director with Huron Consulting Group Inc.
2. I have been retained by counsel to Magten Asset Management Corporation in the above referenced matters as an expert witness on behalf of both Plaintiffs.
3. Attached to this declaration is a true and correct copy of my expert report ("Expert Report") dated September 19, 2007.
4. I incorporate with this declaration my Expert Report and if called upon to testify at trial in the above captioned matter, my testimony would incorporate the opinions stated


in my Expert Report, as further discussed at my deposition in this matter given on November 13, 2007.

I declare under the penalty of perjury under the laws of the United States that the above statements are true and correct.

Dated: Boston, Massachusetts

December 14, 2007

By:


Paul A. Marcus

CERTIFICATE OF SERVICE

I hereby certify that on this 4th day of January, 2008, I served by hand delivery and electronic filing the Public Version of the DECLARATION OF PAUL A. MARCUS using CM/ECF which will send notification of such filing(s) to the following:

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I also certify that, on this 4th day of January, 2008, I served the aforementioned document, by e-mail and Federal Express, upon the following participants:

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